

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

6372-60
RECORDED NO. _____
OCT 19 1973 - 11 35 AM
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Helen Joy Krug, a Notary Public
in and for said County, states that she compared the attached
copy of the Bill of Sale dated the 5th day of October, 1973,
from First National City Bank to Union Tank Car Company with
the original document, and certifies that it is a true and
correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed
her signature and notarial seal this 16th day of October, 1973.

Helen Joy Krug
Notary Public

My Commission Expires July 10, 1975

BILL OF SALE

First National City Bank
as Trustee under Equipment Trust Agreement
Dated as of October 1, 1971 (Series 8)

To

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that First National City Bank (the "Bank") as Trustee under that certain Equipment Trust Agreement dated as of October 1, 1971 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as

Trustee aforesaid, pursuant to the Agreement, which units of Equipment are more fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

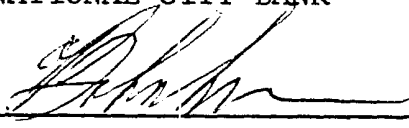
TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases said Equipment from the encumbrance created by the Agreement, which was filed with the Interstate Commerce Commission on October 26, 1971 and assigned recordation number 6372.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 11 day of October, 1973.

FIRST NATIONAL CITY BANK

By


O. BOHACHEWSKY
TRUST OFFICER

(CORPORATE SEAL)

ATTEST:


Its

R. A. HARRIS
ASSOCIATE TRUST OFFICER

STATE OF New York)
)
COUNTY OF New York) SS

On this 11 day of October, 1973, before
me a Notary Public in and for said County, personally appeared
Q. BOHACHEWSKY and R. A. HARRIS
to me personally known, who being by me duly sworn did say that
they are respectively TRUST OFFICER and
ASSOCIATE TRUST OFFICER of First National City Bank,
that the seal affixed to the foregoing instrument is the
corporate seal of said Bank, that said instrument was signed
and sealed on behalf of said Bank by authority of its Board
of Directors, and said Q. BOHACHEWSKY and
R. A. HARRIS acknowledged that the execution
of the foregoing instrument was the free act and deed of said
Bank.

My commission expires:

Carmelina Mills
Notary Public
CARMELENA MILLS
Notary Public State of New York
No. 43-7557399
Qualified in Richmond County
Cert. filed in New York County
Term Expires March 30, 1974

SCHEDULE B

SERIES 08

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in gallons</u>	<u>Road Numbers</u>
1	TPI	17,300	28101
1	TP	33,800	29231
1	TP	33,800	37903
1	TM	30,000	40894
1	TM	20,000	47969
1	TM	20,000	48007
1	TM	20,000	58701
1	TM	20,000	58919
<u>1</u>	LO	3,000 Cu Ft	80327
9			